

JOSHUA I. CAMPBELL (#9629)
Jardine, Stephenson, Blewett & Weaver, P.C.
300 Central Avenue, 7th Floor
P. O. Box 2269
Great Falls, Montana 59403
Email: jcampbell@jardinelaw.com
Telephone: (406) 727-5000
Facsimile: (406) 727-5419

KYLE J. MATHEWS (CA Bar # 218384) (*pro hac vice*)
Sheppard Mullin Richter & Hampton
333 South Hope Street, Forty-Third Floor
Los Angeles, CA 90071
Email: kmathews@sheppardmullin.com
Telephone: 213-617-4236
Facsimile: 213-620-1398

Attorneys for the Indenture Trustee

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA

In re SOUTHERN MONTANA ELECTRIC GENERATION AND TRANSMISSION COOPERATIVE, INC., Debtor.	Case No. 11-62031 Hearing Date: December 10, 2013 Hearing Time: 1:30 p.m. Hearing Location: Fifth Floor Courtroom Federal Courthouse 2601 2nd Avenue N Billings, Montana
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**JOINDER TO NOTEHOLDERS' OBJECTION TO THE
FIRST AMENDED DISCLOSURE STATEMENT FOR MEMBER COOPERATIVES' PLAN OF LIQUIDATION FOR
SOUTHERN MONTANA ELECTRIC GENERATION AND TRANSMISSION COOPERATIVE, INC.**

U.S. Bank National Association, as indenture trustee under the Indenture of Mortgage, Security
Agreement and Financing Statement dated as of February 26, 2010, hereby joins and incorporates by
this reference the objection [Doc. No. 1167] of The Prudential Insurance Company of America, Universal

Prudential Arizona Reinsurance Company, Prudential Investment Management, Inc. as successor-in-interest to Forethought Life Insurance Company and Modern Woodmen of America to the *First Amended Disclosure Statement for Member Cooperatives' Plan of Liquidation for Southern Montana Electric Generation and Transmission Cooperative, Inc.* [Doc. No. 1107].

Respectfully submitted this 2nd day of December, 2013.

SHEPPARD MULLIN RICHTER & HAMPTON LLP

By: /s/ Kyle J. Mathews

KYLE J. MATHEWS

Attorneys for the Indenture Trustee

JARDINE, STEPHENSON, BLEWETT, WEAVER, P.C.

By: /s/ Joshua I. Campbell

JOSHUA I. CAMPBELL

Attorneys for the Indenture Trustee